

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Case No. 02-02474
)	
KMART CORPORATION, et al.,)	(Jointly Administered)
)	Chapter 11
)	
Debtors.)	Hon. Susan Pierson Sonderby

**PROPOSED AGENDA FOR OMNIBUS HEARING
SCHEDULED FOR MARCH 24-25, 2003**

A. Introduction

Set forth below is a proposed agenda for the Omnibus Hearing scheduled for **March 24, 2003**, commencing at **9:30 a.m.** and concluding at **2:30 p.m.**, and continuing on **March 25, 2003**, at **10:00 a.m.** (this "Proposed Agenda").

In order to avoid any unnecessary confusion, please review this Proposed Agenda carefully and note all the matters in which you are interested. Certain matters have been set for specific hearing times at the Omnibus Hearing.

The information contained in this Proposed Agenda reflects documents received in our offices as of the date hereof. Counsel for the Debtors have served a copy of this Proposed Agenda on the Master Service List and the 2002 Service List, including those persons who have filed pleadings listed on this Proposed Agenda.

The Court has ordered that the Hearing shall be held in Courtroom 1725.

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Continued Matters (5 Matters) - March 24, 2003 at 9:30 a.m.
- C. Uncontested Matters - March 24, 2003 at 9:30 a.m.
 - 1. General Uncontested Matters (5 Matters)
 - 2. Designation Rights Matters (3 Matters)
 - 3. Lift Stay Matters (12 Matters)
- D. Contested Matters - March 24, 2003 at 10:00 a.m.
 - 1. Late Proof of Claim Matter (1 Matter)
 - 2. Lift Stay Matters (2 Matters)
 - 3. Other Contested Matters (2 Matters)
 - 4. Real Estate Related Matters (9 Matters)
- E. Matter Under Seal (1 Matter) - March 25, 2003 at 9:45 a.m.
- F. Matters Set for Status or Ruling (6 Matters) - March 25, 2003 at 10:00 a.m.
- G. Fleming Related Matters (2 Matters) - March 25, 2003 at 11:00 a.m.
- H. Store Closing Matters (3 Matters) - March 25, 2003 at 11:00 a.m.

The following motions were improperly noticed for February 25, 2003 or not noticed for any hearing date, and are not in accordance with the Court's Second Amended and Restated Order Pursuant to 11 U.S.C. §§ 102 and 105(a), Bankruptcy Rules 2002(m) and 9007, and Local Rules 101, 400 and 402 Establishing Omnibus Hearing Dates and Certain Notice, Case Management and Administrative Procedures (Docket No. 8901) (the "Case Management Order"): (i) Motion of Charlene Queen to Have Late Proof of Claim Deemed Timely Filed (Docket No. 9143); (ii) Motion of Charles Fellmuth for Leave to File Late Proof of Claim (Docket No. 9148); (iii) Motion of Jean Rasile for Relief from Stay (Docket No. 9150); (iv) Motion of Robert Flynn for Relief from Stay (Docket No. 9198); (v) Motion of Piotr Smolen and Anna Smolen for Relief from Stay (Docket No. 9243); (vi) Motion of Richard L. Lamb for Relief from Automatic Stay

(Docket No. 9353). In accordance with the Case Management Order, the Debtors shall tender a scheduling order setting these matters for hearing on April 30, 2003, at 10:00 a.m.

B. Continued Matters - March 24, 2003 at 9:30 a.m. (5 Matters)

1. Debtors' Motion for an Order Pursuant to 11 U.S.C. § 365 Authorizing the Rejection of Certain Equipment Lease Agreement with General Electric Capital Corporation (Docket No. 2946)

Responses Filed: *Limited Objection of General Electric Capital Corporation (Docket No. 3328).*

Replies Filed: *Reply of Debtors (Docket No. 3403); Supplemental Reply of Debtors (Docket No. 4458).*

Related Pleadings: *Scheduling Orders entered May 30, 2002 (Docket No. 3543), June 26, 2002 (Docket No. 4673), July 24, 2002 (Docket No. 5260), August 29, 2002 (Docket No. 6241), September 24, 2002 (Docket No. 6568) and January 28, 2003 (Docket Nos. 8126 and 8171).*

Status: *This matter will be continued to April 30, 2003, at 10:00 a.m. for status only.*

2. Debtors' Motion for Order Pursuant to 11 U.S.C. § 365 Authorizing the Rejection of the Master Lease Agreement and Schedule Nos. 001 Through 009 with General Electric Capital Corporation (Docket No. 8382)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *Scheduling Order entered February 24, 2003 (Docket No. 8954).*

Status: *This matter will be continued to April 30, 2003, at 10:00 a.m. for status only.*

3. Motion of John Owens and David Montoya to Compel the Debtors to Immediately Cure Postpetition Defaults and Assume or Reject Retention Agreements with John Owens and David Montoya (Docket No. 2965)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This matter will be continued to April 30, 2003, at 10:00 a.m. The deadline for the Debtors and the Statutory Committees to file an objection will be extended to April 23, 2003.*

4. Motion of Icon Capital Corporation to Compel Payment of Post-Petition Taxes (Docket No. 8386)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This matter will be continued to April 30, 2003, at 10:00 a.m. The deadline for the Debtors to file an objection will be extended to April 23, 2003.*

5. Motion of D.E. & J Limited Partnership, Mary Chiu, Cathy Frost, Raied Al-Hasan and Techang Hsu for Relief from Automatic Stay to Permit Discovery (Docket No. 8870)

Responses Filed: *Objection of The Official Committee of Unsecured Creditors (Docket No. 9276); Objection of Debtors (Docket No. 9343).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This matter will be continued to April 30, 2003, at 10:00 a.m.*

C. Uncontested Matters - March 24, 2003 at 9:30 a.m.

1. General Uncontested Matters (5 Matters)

6. Motion of Summer Grove, L.L.C. to Compel Payment of Post-Petition Lease Obligations (Docket No. 8401)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *Scheduling Order entered February 25, 2003 (Docket No. 8956).*

Status: *An agreed order will be submitted for consideration by the Court.*

7. Debtors' Motion for Order Pursuant to 11 U.S.C. §§ 363 and 365 and Fed. R. Bankr. P. 6006 Authorizing Debtors to Sell, Assume and Assign a Certain Unexpired Real Property Lease to Burlington Coat Factory Warehouse of Brownsville, Inc. (Docket No. 9128)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *An order will be submitted for consideration by the Court.*

8. Debtors' Motion for an Order Pursuant to 11 U.S.C. § 365 Approving the Rejection of Certain Executory Contacts with Bluelight.com (Docket No. 9051)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *An order will be submitted for consideration by the Court.*

9. Debtors' Motion for an Order Pursuant to 11 U.S.C. § 365 Authorizing the Rejection of Transportation Agreements with JHOC and Salson Logistics, Inc. (Docket No. 9053)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *An order will be submitted for consideration by the Court.*

10. Debtors' Application on Behalf of the Joint Fee Review Committee for Order Under 11 U.S.C. § 327(a) Authorizing the Employment and Retention of Stuart, Maue, Mitchell & James Ltd. (Docket No. 9119)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *Affidavit of James P. Quinn (Docket No. 9120).*

Status: *An order will be submitted for consideration by the Court.*

2. Designation Rights Matters (3 Matters)

11. Debtors' Motion in Furtherance of Designation Rights Order, Pursuant to 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006, Authorizing Assumption and Assignment of Lease for Store No. 4418 (Southington, Connecticut) to Price Chopper Inc. (Docket No. 9025)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *An order will be submitted for consideration by the Court.*

12. Debtors' Motion in Furtherance of Designation Rights Order, Pursuant to 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006, Authorizing Assumption and Assignment of Lease for Store No. 4098 (Corpus Christi, Texas) to Home Depot USA Inc. (Docket No. 9027)

Responses Filed: *Objection of GMAC Commercial Mortgage Corporation and Daniel G. Kamin Corpus Christi Enterprises L.P. (Docket No. 9224).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The objection relates to the cure claim. An order therefore will be submitted for*

consideration by the Court authorizing the assumption and assignment, and the Debtors will continue the objection to the cure claim to April 30, 2003, at 10:00 a.m.

13. Debtors' Motion in Furtherance of Designation Rights Order, Pursuant to 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006, Authorizing Assumption and Assignment of Lease for Store No. 3854 (Marietta, Georgia) to Home Depot USA Inc. (Docket No. 9031)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: None.

Status: An order will be submitted for consideration by the Court.

3. Lift Stay Matters (12 Matters)

14. Motion of Kattia Rey and Regina Angelo for Relief from Automatic Stay (Docket No. 8425)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: Scheduling Order entered February 25, 2003 (Docket No. 8956).

Status: These personal injury claimants have exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.

15. Motion of Dorothy Howell for Relief from Automatic Stay
(Docket No. 8675)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

16. Motion of Michelle Brown and Patterson Brown for Relief from Automatic Stay Under 11 U.S.C. Section 362 (Docket No. 8968)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *These personal injury claimants have exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

17. Motion of Annie Weathington for Relief from Automatic Stay
(Docket No. 8971)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

18. Motion of Karen Marshall for Relief from Automatic Stay (Docket No. 8921)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

19. Motion of Augustavia Turner to Lift Automatic Stay (Docket No. 9041)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

20. Motion of Billie Bishop for Relief from Automatic Stay (Docket No. 9073)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution*

procedures. An agreed order therefore will be submitted for consideration by the Court.

21. Petition of Helen M. Saia for Relief from Automatic Stay (Docket No. 9079)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: None.

Status: This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.

22. Motion of Monica Lindesay to Modify Stay to Lift Stay Order (Docket No. 9092)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: None.

Status: This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.

23. Motion of Ronald Ferazzo for Relief From Automatic Stay (Docket No. 9094)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: None.

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

24. Motion of Jill Prewitt for Relief from Automatic Stay (Undocketed)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This personal injury claimant has exhausted the claims resolution procedures. An agreed order therefore will be submitted for consideration by the Court.*

25. Petition of Susan Henderson and Frank Henderson for Relief from Automatic Stay (Docket No. 8969)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *This matter will be withdrawn.*

D. Contested Matters - March 24, 2003 at 11:00 a.m.

1. Late Proof of Claim Matter (1 Matter)

26. Motion of the States of Illinois, North Dakota, Iowa, Maryland, New Jersey, Connecticut, Pennsylvania, West Virginia and California to Set Extended Bar Date for Filing Tax Claims Based on Federal Income Tax Audits or Alternatively to Allow for the Late Filing of Unliquidated Proofs of Claim Based on Excusable Neglect (Docket No. 9042)

Responses Filed: *Objection of Debtors (Docket No. 9296).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

2. Lift Stay Matters (2 Matters)

27. Renewed Motion of SunTrust Bank for Order Granting Relief from Stay to Offset Prepetition Amounts Owed (Docket No. 7990)

Responses Filed: *Objection of Debtors (Docket No. 9303).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

28. Motion of the New Mexico Taxation and Revenue Department for Relief from Automatic Stay to Allow Continuation of Appeal (Docket No. 8824)

Responses Filed: *Objection of Debtors (Docket No. 9347).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

3. Other Contested Matters (2 Matters)

29. Motion of Better Beverages Ltd. to Compel Payment of Post Petition Obligations and to Disallow Improper Setoff (Docket No. 9036)

Responses Filed: *Objection of Debtors (Docket No. 9300).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

30. Debtors' Motion for an Order Pursuant to 11 U.S.C. § 365 Authorizing the Rejection of Equipment Lease Agreements with Varilease Technology Group Inc. (Docket No. 9049)

Responses Filed: *Protective Objection of ICON Income Fund Eight B, LP (Docket No. 9280).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

4. Real Estate Related Matters (9 Matters)

31. Motion of Township of North Bergen for Relief from Automatic Stay to Permit Township of North Bergen to Initiate Condemnation Proceedings (Docket No. 8403)

Responses Filed: *Objection of Debtors (Docket No. 9345).*

Replies Filed: *None.*

Related Pleadings: *Scheduling Order entered February 25, 2003 (Docket No. 8956).*

Status: *The hearing with respect to this matter will go forward.*

32. Motion of WIENM Properties to Compel Payment of Post-Petition Obligations (Docket No. 8422)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *Scheduling Order entered February 25, 2003 (Docket No. 8956).*

Status: *The hearing with respect to this matter will go forward.*

33. Motion of Ramco-Gershenson Properties, Inc. to Modify Automatic Stay: To Allow Recoupment or Setoff Against Sums Owed Under Ground Lease Termination Agreement with Respect to Location 3537 (Docket No. 9071)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

34. Debtors' Motion for Order Pursuant to 11 U.S.C. §§ 363 and 365 and Fed. R. Bankr. P. 6006 Authorizing Debtors to Sell, Assume and Assign a Certain Unexpired Real Property Lease to Burlington Coat Factory Realty of Langhorne Inc. (Docket No. 9045)

Responses Filed: *Objection of Kravco Company (Docket No. 9327).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

35. Motion of Durango Mall LLC to Compel Debtor to Assume or Reject Nonresidential Real Property Lease and to Compel Immediate Payment of Administrative Lease Obligations (Docket No. 9113)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

36. Motion of Pico Rivera Plaza Co. for Relief from Automatic Stay (Docket No. 9115)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

37. Motion of Pompano Theaters Holdings Ltd. and Ept Down REIT, Inc. for Relief from Automatic Stay and for this Court to Abstain Pursuant to 28 U.S.C. § 1334(c)(1) (Docket No. 9124)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

38. Motion of DVC Plaza Center LLC for Relief from Automatic Stay and for this Court to Abstain Pursuant to 28 U.S.C. § 1334(c)(1) (Docket No. 9126)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

39. Motion of HSBC Bank to Compel Kmart Corporation's Compliance with Post-Petition Obligations Under Non-Residential Lease and 11 U.S.C. § 365(d)(3) (Docket No. 9130)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward.*

E. Matter Filed Under Seal (1 Matter) - March 25, 2003 at 9:45 a.m.

40. Motion of Hector Dominguez for an Order Compelling Debtors to Cure All Defaults Under a Post-Petition Severance Agreement (Docket No. 9151)

Responses Filed: *Objection of Debtors (Undocketed).*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *The hearing with respect to this matter will go forward in Courtroom 642.*

F. Matters Set for Status or Ruling (6 Matters) - March 25, 2003 at 10:00 a.m.

41. Debtors' Motion for Order Approving the Rejection of Equipment Leases with Varilease Technology Group, Inc. (Docket No. 2936)

Responses Filed: *Response of Pullman Bank and Trust Company (Docket No. 6360).*

Replies Filed: *Reply of Debtors (Docket No. 6990).*

Related Pleadings: *Scheduling Order entered December 16, 2002 (Docket No. 7599); Scheduling Order entered February 24, 2003 (Docket No. 8890).*

Status: *This matter is set for status only.*

42. Motion of Sierra Vista Associates, L.L.C., Landlord, to Shorten Kmart's Time to Assume or Reject Lease of Non-Residential Real Property (Store 3444/9827, Albuquerque, NM) (Docket No. 6212)

Responses Filed: *Objection of Debtors (Docket No. 6406).*

Replies Filed: *Reply to Objection of Debtors by Sierra Vista Associates, L.L.C. (Docket Nos. 6471 and 6625).*

Related Pleadings: *Scheduling order entered September 20, 2002 (Docket No. 6618); Motion of Sierra Vista*

Associates LLC In Regards to Automatic Stay With Respect to Soon-To-Expire Lease of Nonresidential Real Property (Docket No. 6760) (Agenda No. 43); Scheduling Order entered February 24, 2003 (Docket No. 9019).

Status: This matter is set for oral ruling.

43. Motion of Sierra Vista Associates LLC In Regards to Automatic Stay With Respect to Soon-To-Expire Lease of Nonresidential Real Property (Docket No. 6760)

Responses Filed: Objection of Debtors (Docket No. 6947); Objection of Debtors (Docket No. 7946).

Replies Filed: Reply of Sierra Vista Associates, LLC (Docket No. 7023); Memorandum in Support of Motion by Sierra Vista Associates, LLC (Docket No. 7760).

Related Pleadings: Motion of Sierra Vista Associates, L.L.C., Landlord, to Shorten Kmart's Time to Assume or Reject Lease of Non-Residential Real Property (Docket No. 6212) (Agenda No. 42); Order entered October 30, 2002 (Docket No. 7126); Motion of Sierra Vista Associates, L.L.C. For Order Specially Scheduling Hearing on Relief-From-Stay Motion and Establishing Special Notice and Objection Procedures and Deadlines with Respect Thereto (Docket No. 7643); Order entered December 31, 2002 (Docket No. 7710).

Status: This matter is set for oral ruling.

44. Motion of CSX Lines, LLC in Regards to Automatic Stay for the Purpose of Asserting a Set-Off (Docket No. 7069)

Responses Filed: Objection of Debtors (Docket No. 7249).

Replies Filed: None.

Related Pleadings: Scheduling Order entered November 25, 2002 (Docket No. 7437).

Status: This matter is set for status only.

45. Motion of Ramco-Gershenson Properties Inc. to Compel “Timely” Performance of Lease Obligations on Behalf of Ramco-Gershenson Properties, Inc., with Respect to Kmart Location Number 4192 or in the Alternative Motion for Allowance and Immediate Payment of Administrative Expense (Docket No. 8267)

Responses Filed: Objection of Debtors (Docket No. 8797).

Replies Filed: Reply of Ramco-Gershenson Properties Inc. (Docket No. 8856).

Related Pleadings: Scheduling Order entered February 25, 2003 (Docket No. 9217).

Status: This matter is set for status only.

46. Omnibus Objection of Debtors to Asserted Cure Claims with Respect to Motion (I) for an Order (A) Establishing Bidding Procedures in Connection with the Sale of Certain Leases Including, Without Limitation, Termination Fee Provisions, (B) Approving the Form and Manner of Notice of Sale, (C) Approving Forms of Purchase Agreement and Termination Agreement, (D) Setting a Hearing Date to Consider Final Approval of the Sale, and (E) Granting Related Relief and (II) For an Order Approving the Sale of the Leases to the Successful Bidder at the Conclusion of the Sale Hearing (Docket No. 4358)

Replies Filed: Replies to Debtors' Omnibus Objection to Asserted Cure Claims filed by: Developers Diversified Realty Corporation (Docket No. 4562); Supplemental Statements of Cure of the Bank of New York as Bond Trustee (Store No. 4806) (Docket No. 6450); Supplemental Statements of Cure of The Bank of New York Trust Company of Florida and The Bank of New York Trust Company of California , as Pass Through Trustees

Under 1995-K-1 Trust and 1995-K-2 Trust (Store No. 7497) (Docket No. 6457); Supplemental Statement of Cure by Wilmington Trust Company (Store No. 7497) (Docket No. 6654); Daniel G. Kamin Corpus Christi Enterprise, L.P. (Docket No. 6977).

Related Pleadings: Cure claims filed by various landlords pursuant to the May 10, 2002 Order Establishing the Cure Claim Bar Date; Order on Omnibus Objection to Asserted Cure Claims (Docket No. 6554); Scheduling Order entered on September 24, 2002 (Docket No. 6559).

Status: This matter is set for status only. Consistent with past practice, the Debtors will request that this matter be continued to April 30, 2003, at 10:00 a.m. for status only.

G. Fleming Related Matters (2 Matters) - March 25, 2003 at 11:00 a.m.

47. Motion for Entry of an Order Under Fed. R. Bankr. P. 9019 Approving (I) Debtors' Settlement with Fleming Companies, Inc. And (II) Shortened Notice Procedures in Connection Therewith (Docket No. 9372)

Responses Filed: None.

Replies Filed: None.

Related Pleadings: None.

Status: An order will be submitted for consideration by the Court. The objection deadline with respect to this matter is March 21, 2003. If an objection is filed, this matter will proceed as a contested matter.

48. Debtors' Motion for Determination of Fleming Companies Inc.'s Perishable Agricultural Commodities Act Claim (Docket No. 9047)

Responses Filed: *Response of Fleming Companies, Inc. (Docket No. 9309).*

Replies Filed: *None.*

Related Pleadings: *None .*

Status: *If the previous Agenda item is approved, this matter will be resolved.*

H. Store Closing Matters (3 Matters) - March 25, 2003 at 11:00 a.m.

49. Debtors' Motion for Order Pursuant to 11 U.S.C. § 365(d)(4) Further Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property for Certain Closing Stores (Docket No. 8265)

Responses Filed: *See attached Exhibit B.*

Replies Filed: *Brief of the Official Committee of Unsecured Creditors in Support of Motion (Docket No. 8980); Joinder of Official Financial Institutions Committee in Support of Motion (Docket No. 8987); Brief in Support of Motion by Debtors (Docket No. 8991); Reply in Support of Motion by Heritage Property Investment Trust Inc. (Docket No. 9165); Omnibus Reply to Briefs in Opposition by Debtors (Docket No. 9349); Reply Brief of The Official Committee of Unsecured Creditors (Docket No. 9274).*

Related Pleadings: Scheduling Order entered March 14, 2003 (Docket No. 9213).

Status: The hearing with respect to this matter will go forward. By agreement of the parties, the Motion of Joppatowne Plaza LLC to Compel Debtor to Assume or Reject Unexpired Lease of Non-Residential Real Property (Docket No. 8146) has been deemed an objection to the Debtors' Motion.

50. Debtors' Motion for an Order Pursuant to 11 U.S.C. §§ 105(a) and 365 Approving Procedures for Rejecting Certain Unexpired Non-Residential Real Property Leases for Closing Stores (Docket No. 9029)

Responses Filed: See attached Exhibit A.

Replies Filed: None.

Related Pleadings: Affidavit of Trumbull Services (Docket No. 9091).

Status: The hearing with respect to this matter will go forward.

51. Debtors' Motion for Order (I) Authorizing the Debtors to Enter into a Joint Venture Agreement with KRC Property Management I, Inc. and (II) Approving Shortened Notice and Objection Procedures with Respect Thereto (Docket No. 9355)

Responses Filed: *None.*

Replies Filed: *None.*

Related Pleadings: *None.*

Status: *An order will be submitted for consideration by the Court. The objection deadline with respect to this matter is March 21, 2003. If an objection is filed, this matter will proceed as a contested matter.*

Dated: Chicago, Illinois
March 20, 2003

Respectfully submitted,

KMART CORPORATION, et al.,

By: _____
John Wm. Butler, Jr. (ARDC No. 06209373)
J. Eric Ivester (ARDC No. 06215581)
Mark A. McDermott (ARDC No. 02609460)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM (ILLINOIS)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

Exhibit A

**Responses Filed to Debtors' Motion for an Order
Pursuant to 11 U.S.C. §§ 105(a) and 365 Approving
Procedures for Rejecting Certain Unexpired Non-Residential
Real Property Leases for Closing Stores (Docket No. 9029) (Agenda No. 45)**

Objection of Catonsville Plaza LLC (Docket No. 9106)

Amended and Restated Objection of Catonsville Plaza LLC (Docket No. 9108)

Objection of Bridgewood Associates L.P. (Docket No. 9195)

Memorandum of Law in Opposition by The Bank of New York (Docket No. 9197)

Response and Partial Objection of Windward Mall Shopping Center L.P. (Docket No. 9212)

Objection of Bridgewood Associates (Docket No. 9278)

Objection of Elk Grove SK, LP (Docket No. 9283)

Objection of Collin Creek Partners Ltd. (Docket No. 9285)

Objection of GMAC Commercial Mortgage Corporation (Docket No. 9294)

Joinder of U.S. Realty 86 Associates, Old Bridge Plaza Associates and U.S. Realty 87 Azle Associates, L.P. (Docket No. 9307)

Objection of JDN Realty Corporation (Docket No. 9311)

Objection of Developers Diversified Realty Corporation (Docket No. 9312)

Objection of General Electric Capital Corporation (Docket No. 9314)

Limited Objection of U.S. Trustee (Docket No. 9316)

Objection of KM-TB, LLC (Docket No. 9318)

Objection of Grove Square Limited Partnership (Docket No. 9320)

Objection of Various Landlords (Docket No. 9322)

Limited Objection of Salson Logistics Inc. (Docket No. 9324)

Objection of Cedar Partners I, LLC (Docket No. 9325)

Objection of U.S. Bank National Association (Docket No. 9326)

Limited Objection of New Plan Excel Realty Trust Inc. (Docket No. 9329)

Response of Devon Lincoln Properties and Certain other Landlords (Docket No. 9332)

Objection of Joppatowne Plaza LC (Docket No. 9334)

Limited Objection of LaSalle Bank NA (Docket No. 9336)

Limited Objection of Wells Fargo Bank Minnesota NA (Docket No. 9338)

Objection of Wilmington Trust Company (Docket No. 9340)

Amended Objection of LB Lincoln Mall Holdings LLC (Docket No. 9363)

Exhibit B

**Responses Filed to Debtors' Motion for Order Pursuant to
11 U.S.C. § 365(d)(4) Further Extending the Deadline to
Assume or Reject Unexpired Leases of Nonresidential Real
Property for Certain Closing Stores (Docket No. 8265) (Agenda No. 47)**

Catonsville Plaza LLC (Docket No. 8434)

Burleson Towne Center Ltd. (Docket No. 8448)

Ronus Meyerland Plaza L.P. (Docket No. 8453)

Parham Development Company (Docket No. 8457)

Eastgate Associates (Docket No. 8459)

HSBC Bank USA (Docket No. 8461)

Daniel G. Kamin Desoto LLC (Docket No. 8463)

Eastland Derby Realty Trust (Docket No. 8472)

RD Management Corporation (Docket No. 8489)

Florida Commercial Communities Ltd. (Docket No. 8493)

Pine Ridge Plaza LLC (Docket No. 8495)

*Ft. Meyers United L.P., Columbia United, L.P., Evansville United L.P. and Tampa
Caroline, L.P. (Docket No. 8501)*

*Joinder of KR Manchester, LLC to Response of Devon Lincoln Properties and
Hawthorne Partners (Docket No. 8507)*

*Joinder of Merchants Crossing Partners LLC to Response of Devon Lincoln Proper-
ties and Hawthorne Partners (Docket No. 8509)*

*Joinder of American Realty Plan to Response of Devon Lincoln Properties and
Hawthorne Partners (Docket No. 8511)*

Devon Lincoln Properties (Docket No. 8513)

Cedar Partners I, LLC (Docket No. 8517)

JDN Realty Corporation (Docket No. 8519)

Developers Diversified Realty Corporation (Docket No. 8521)

*Deauville Partners L.P., Shanri Holdings, Harold A. Clark & Co.-Galveston Inc. and
Harold A. Clark & Co.-Liberty (Docket No. 8523)*

CBL & Associates Management, Inc. (Docket No. 8525)

Fuqua Knoxville Realty LLC (Docket No. 8527)

Durango Mall LLC (Docket No. 8534)

Durango Mall LLC (Docket No. 8544)

GMAC Commercial Mortgage Corporation (Docket No. 8550)

ACP Monroe Associates LLC (Docket No. 8560)

Spilan Inc. (Docket No. 8575)

*Memorandum in Support of Objection of New Plan Excel Realty Trust Inc., Federal
Realty Investment Trust and Price Legacy Corporation (Docket No. 8579)*

New Plan Excel Realty Trust Inc. (Docket No. 8580)

Ralph Roberts & Associates (Docket No. 8585)

RMEC LLC (Docket No. 8587)

LB Lincoln Mall Holdings LLC (Docket No. 8595)

Grove Square Limited Partnership (Docket No. 8599)

*Rolf Piller and The Bank of New York Trust Company of Florida, NA (Docket No.
8606)*

Goose Creek Properties (Docket No. 8607)

Kamran Farhadi, Suzie Farhadi and Parviz M. Hariri (Docket No. 8609)

U.S. Bank National Association (Docket No. 8613)

Bridgewood Associates LP (Docket No. 8619)

ORIX Capital Markets LLC (Docket No. 8630)

Hawthorne Partners (Docket No. 8632)

Lend Lease Asset Management LP (Docket No. 8633)

Joinder of Criimi Mae Services Limited Partnership to Response of ORIX Capital Markets LLC and Lend Lease Asset Management LP (Docket No. 8635)

DESCI Group Inc. (Docket No. 8650)

KC-1998, LLC (Docket No. 8654)

Heritage Property Investment Trust Inc. (Docket No. 8658)

Ft. Meyers United L.P., Columbia United, L.P., Evansville United L.P. and Tampa Caroline, L.P. (Docket No. 8691)

Cres Development Company Inc. (Docket No. 8692)

Lend Lease Real Estate Investments Inc., General Growth Management Inc., Benderson Development Company, Inc., First Berkshire Business Trust and Lany AJ, LLC (Docket No. 8758)

Pico Rivera Plaza Co. (Docket No. 8812)

Susan Sandelman as Trustee for the Alisan Trust (Docket No. 8814)

Susan Sandelman as Trustee for the Alisan Trust (filed as emergency motion)(Docket No. 8831)

Joinder of CRICKM San Jose Trust (Docket No. 8844)

Joinder of PMS Associates Inc. d/b/a Redwing Mall (Docket No. 8858)

Denton QRS 10-2, Inc. (Docket No. 8863)

Joinder of Saltru Joint Venture Associates (Docket No. 8884)

Joinder of Escondido Mart Company (Docket No. 8978)

Cres Development Company (Docket No. 8989)

Ronus Meyerland Plaza LP (Docket No. 9038)

Brief in Joinder and Support of Objections to Debtors' Motion of Goose Creek Properties (Docket No. 9140)

New Plan Excel Realty Trust Inc., Federal Realty Investment Trust and Price Legacy Corporation (Docket No. 9163)

Brief of Airport Circle LLC in Opposition to Debtors' Motion (Docket No. 9166)

Response to Briefs in Support of Debtors' Motion by Devon Lincoln Properties LLC (Docket No. 9170)

Joinder of Criimi Mae Services Limited Partnership (Docket No. 9172)

Response to Debtors' Brief in Support of Motion by LaSalle Bank NA (Docket No. 9174)

Response to Debtors' Brief in Support of Motion by Wells Fargo Bank Minnesota, N.A. and State Street Bank and Trust Company (Docket No. 9176)

Response to Debtors' Brief in Support of Motion by Florida Commercial Communities Ltd. (Docket No. 9178)

Brief in Support of Objection by Grove Square Limited Partnership (Docket No. 9180)

Brief in Support of Objection by Ronus Meyerland Plaza L.P. (Docket No. 9182)

Restated Objection of Lend Lease Real Estate Investments Inc., General Growth Management Inc., Benderson Development Company Inc., First Berkshire Business Trustee and Lany AJ, LLC (Docket No. 9183)

Response to Briefs in Support of Debtors' Motion by Daniel G. Kamin Desota LLC, Eastgate Associates, PMC Associates d/b/a Redwing Mall and CRICKM San Jose Trust (Docket No. 9184)

Response in Opposition to Briefs in Support of Debtors' Motion by Joppatowne Plaza LLC (Docket No. 9186)

Memorandum in Support of Objection to Debtors' Motion by Parham Development Company (Docket No. 9191)

Joint Brief in Support of Objections to Debtors' Motion by RMEC, LLC and Ralph Roberts and Associates (Docket No. 9193)

Response to Briefs in Support of Debtors' Motion by Daniel G. Kamin Desota LLC, Eastgate Associates, PMC Associates d/b/a Redwing Mall and CRICKM San Jose Trust (Docket No. 9203)